

EXHIBIT X

Outlook E-mail

From: Levitt, Jamie A.
Sent: 8/9/2012 6:00:44 PM
To: Lee, Gary S.; Princi, Anthony
Cc: Clark, Daniel E.
Subject: FW: 2nd Amendment to Settlement Agreement
Attachments WSComparison_Active_31451210_2_SECOND AMENDMENT TO RMBS TRUST SETTLEMENT AGREEMENT-NEW YORK-#1053253-v1-ResCap_-_Second_Amendment_to_the_RMBS_Trust_Settlement_Agreements.doc; Change-Pro Redline - 31494704-v2-RMBS Trust Settlement (incorporating first amendment) and 31494704-v5-RMBS Trust Settlement (incorporating second ame.pdf
This message was sent with High Importance

REDACTED

From: Levitt, Jamie A.
Sent: Thursday, August 09, 2012 5:00 PM
To: keith.wofford@ropesgray.com; kpatrick@gibbsbruns.com; Ross.Martin@ropesgray.com; rmadden@gibbsbruns.com
Cc: Clark, Daniel E.; Princi, Anthony
Subject: 2nd Amendment to Settlement Agreement

Kathy and Keith et al,

RC-9019_00093502

Attached is a redline of the amendments to the settlement agreement – to avoid confusion please note the redline is based off the initial version Andrew sent on Aug. 3. So it includes our changes and those we accepted from those you sent last night.

Couple of points:

1. We cannot agree to your addition of additional debtors to the Allowed Claim. Our deal was that the Allowed Claim is against GMACM and RFC. We allocated the settlement based on origination – and it could dilute and alter recoveries if we give the allowed claims as you proposed.
2. We changed the court order date to "the later of November 12, 2012, or five (5) days after the close of the Court's hearing on such motion" Your Nov. 9 proposal is not realistic and potentially annoying to the Judge. The hearing starts on Nov. 5, court is closed Nov. 6 and we'll likely need at least another day that week. So implying the court should rule in a day or so seems inappropriate. The way we have drafted it works with the opt-in date of "November 12, 2012 or five business days after the entry of an order approving the RMBS Trust Settlement."

We are of course waiting for comments from Glen on the Agreement – which I think he was going to or has run by you.

Thanks.

Jamie